

ULSTER SUPPORTED EMPLOYMENT LTD

(Company Limited by Guarantee and not having a Share Capital)

Minutes of a Board of Directors Meeting

Wednesday 28th October 2020 at 10.30

Via video conferencing

Present

Mr W Leathem	Chairman
Mr D O'Hara	Director
Ms J Cowan	Director
Ms C Magill	Director
Mr R Donnelly	Director
Mr R Havlin	Director
Mr W Atkinson	Chief Executive
Mr S Jackson	Head of Manufacturing & Recycling
Mr D Cowan	Head of Employment Services
Mr S Ballentine-Kearns	Company Secretary

Apologies

No apologies.

The Board met as a committee at 10.30am to discuss a HR issue. Mr Jackson, Mr Cowan and Mr Ballentine-Kearns joined the meeting at 10.50am.

1. Conflicts of interest

1.1 A perceived conflict of interest relating to the pension redesign for the SMT.

1.2 A perceived conflict of interest was noted by R. Donnelly who has taken up an associate role with SIB NI.

Action: Mr Ballentine-Kearns to send conflict of interest form to Mr Donnelly and Mr Leathem.

2. Minutes of the previous meeting held on 30 September 2020

2.1 Minutes from meeting on 30 September 2020 & 26 August 2020 were approved with a few amendments – August 7.4, September 6.1.

2.2 End of minutes – Board went into committee and Mr Atkinson gave update on HR issue. Accepted.

2.3 Matters Arising – Action list dealt with within Agenda.

2.4 Procurement policy to confirm expenditure and authority at Oct meeting. To be revised (point 12.3 from September). Department approval needed, clarified with Mr Atkinson.

Action: Mr Atkinson to discuss with Department on Thursday 29th October 2020, regarding Public Corporation, delegated spend limits and reporting regarding GIA.

Mr O'Hara enquired if the current policy is still being adhered to and Mr Atkinson confirmed that these are the limits set by Department and confirmed that we are covered from a Governance and Compliance perspective.

Action: Procurement policy to be reviewed.

3. Chairperson's Report

3.1 The Chairperson updated Board members on the following:

- Mrs Mowbray (former Company Secretary) has resigned. Mr Leathem expressed thanks and the Board wished her all the best in her future endeavours.
- There is a need for a new Company Secretary to be appointed. Mr Ballentine-Kearns was proposed by Mr Donnelly and seconded by Ms Cowan. Mr Ballentine-Kearns appointed as of 28th October 2020.

Action: Mr Ballentine-Kearns to update companies house records accordingly for both changes above.

- Minister Ni Chuilin was to visit on 7th changed to Zoom. She has had an invitation extended to visit at any time.
- Pension update to follow under point 4.
- An accountability meeting between Mr Leathem, Mr Atkinson and the Minister to be put in place.

Action: Mr Leathem Accountability meeting to be set with Minister – with Perm Sec

- On 14th October 2020 Minister Dodds and Minister Poots visited. The main focus was the discussion of a possible new site and the creation of new green jobs. A number of actions were agreed in this meeting with a follow up prior to Christmas.
- On 1st October 2020 the PANEL received 27 applications for 2 positions on the Board. Held 3 days of interviews with 17 individuals. 9 recommended to Minister by summary and 2 to be appointed on 7th November 2020. Ms Magill will finish on 30th November. Ms Magill's last function will be on 25th November 2020.

4. Pension Scheme Update

Mr Atkinson spoke to Department on 28th October 2020 regarding the pension update, prior to this Board meeting. Pension review is still ongoing.

Action: Updates to be given as required.

5. Chief Executive's Report

5.1 Downsizing exercise – originally 30, reduced to 5. From 5, 2 have been redeployed, 1 has taken Voluntary redundancy, 2 will be subject to compulsory redundancy. Both are currently in process – to be completed by end of 1st week November 2020.

5.2 COVID – 1 staff member tested positive but had not been in work for several days before positive result. Usel followed PHA advice. Mr Jackson confirmed that the staff member in question was self-isolating and wants back to work when possible. Mr Jackson stated that there were no issues with other staff in team.

5.3 Discussions are ongoing with DoJ, regarding re-roofing or potential replacement at back of building.

6. Finance & HR report

6.1 The Directors reviewed the summary financial position vs budget for September. This showed a £9k surplus in the month.

6.2 Mr Ballentine-Kearns explained changes in the presentation of the financial information, to better inform management decisions going forward.

6.3 Mr Leathem asked about budget reforecast – update to be given in November following reviews by SMT.

Action: SMT to reforecast budget for presenting at November Board.

6.4 We have 6 people currently on furlough. We will avail of JSS due to further COVID restrictions.

6.5 HR – no current long-term illness. Mr Atkinson highlighted that numbers are positive, especially given current climate.

	Usel KPI	Usel September 2020	Usel Oct 19 – Sept 20
Absenteeism rates - short term	3%	1.18%	0.94%
Absenteeism rates - long term (+4 weeks)	2.5%	1.86%	3.52%

10-minute comfort break taken at 11.48am. Ms Magill left the meeting at this point.

7. Transition Plan

7.1 Formal email to Department to be sent by Mr Leathem in coming days, highlighting ongoing concerns relating to final salary pension scheme liability and any potential transition plan. As outlined at the outset and within the Terms Of Reference of the

possible transition plan, this was a critical factor in any possible restructure of USEL as a business.

Action: Mr Leathem to review transition plan.

Action: Meeting with between Mr Leathem, Mr Atkinson, Mrs Marshall and Ms Cochrane before next Board meeting.

Action: Mr Atkinson and Mr Ballentine-Kearns to meet with pension trustees forum.

7.2 Nothing else to report. Mr Leathem to keep us updated.

Action: Mr Atkinson to provide a detailed update to the Board regarding the meeting on 29th October 2020.

7.3 Ms Cowan raised a question about the car allowance raised by Mrs Marshall on 27th October 2020. It was asked that if changes to pensionable pay are made, can these be flagged to pension trustees in advance.

Mr Atkinson explained that USEL as a business, needs to make decisions that make the organisation financially viable. Mr Atkinson highlighted that only 4 individuals with car allowances are linked to pension, which may skew the perception of the discussion.

8. Adult safeguarding issues – to note

No issues confirmed by Mr Atkinson.

9. Health & safety update

9.1 Mr Jackson highlighted that we are following all COVID guidelines and confirmed no other issues.

9.2 Mr Leathem highlighted and thanked the organisation that having only had 1 positive case to date is a tremendous performance.

9.3 Mr Leathem queried regarding the contractor regarding the back roof. Mr Jackson is chasing report about asbestos and we await the report.

Action: Mr Jackson to update the Board where necessary.

10. Risk Management

10.1 Point 5 – Ms Magill had made suggestion that we change from a 12, potentially to 16. Review in next ARAC meeting/Risk register review. Mr O'Hara noted mitigating factors in place now (as per risk register).

Action: Mr Ballentine-Kearns to highlight at ARAC meeting. Not material areas to look at going forward.

10.2 No other issues

11. Recognition of 150th anniversary

Mr Leathem thanked the team for pulling this together.

No issues.

12. Draft policies/strategies for:

- a. Review (and approval in October Board):
 - i. Grievance Procedure
 - ii. Bullying and Harassment
 - iii. Equality, Diversity, and Inclusion

For all 3 policies, Ms Cowan expressed the need for review and changes. Mr Donnelly suggested we review LRA model policies in line with our policies. Feedback to be given next month.

Action: Mr Ballentine-Kearns to arrange meeting between Mrs Foster, Ms Cowan, Mr Donnelly & Mr O'Hara to discuss these policies and make changes before approval at next meeting.

13. Any Other Business

13.1 ARAC to meet with auditors regarding Assurances, without members of the SMT present (annually).

13.2 ARAC at 9.30am on 25th November 2020. Ms Magill will be stepping down. Mr O'Hara to Chair November ARAC meeting. Discussion to be held in December to appoint ARAC Chair and Vice Chair, when new compliment starts.

13.3 Agree strategy day at November Board meeting – 25th November 2020 at 10.30am.

13.4 Plan: December Board 16th December 2020 at 10.30am. Strategy day to follow, hopefully in Spectrum centre. To be reviewed closer to the time. Board and SMT to meet on that day. If restrictions permit, we will include managers. If not possible, move to January and if not then, over Zoom.

Action: Mr Jackson to book Spectrum centre for day.

Action: Mr Ballentine-Kearns to send Invites to ARAC for 25th November 2020 at 9.30am and Board at 10.30am 25th November 2020 on Teams. Invite to be sent for 16th December 2020 at 10.30am for Board.

13.5 Staff survey complete and final touches being collated. To be presented at November board.

No additional AOB.

14. Date of next meeting

As above.